

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Finance Docket No. 32549

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BURLINGTON NORTHERN INC. AND  
BURLINGTON NORTHERN RAILROAD COMPANY  
– CONTROL AND MERGER –  
SANTA FE PACIFIC CORPORATION AND  
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

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**JOINT STATUS REPORT**

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April 26, 2011

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

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**BURLINGTON NORTHERN INC. AND  
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**JOINT STATUS REPORT**

Pursuant to Decision No. 51, served January 26, 2011, in the above-captioned matter, Union Pacific Railroad Company (“UP”) and BNSF Railway Company (“BNSF”) report that there have been active and serious negotiations concerning the matters raised by UP’s Petition to Institute a Proceeding to Clarify the Fee Adjustment Mechanism for Trackage Rights Imposed as a Condition on the BN/Santa Fe Merger, filed December 23, 2010. The parties remain far apart, but they believe that it makes sense to continue to hold this proceeding in abeyance while they continue negotiations, with the understanding that either party may terminate the abeyance by providing written notice to the Board. The parties have agreed that any such notice would be effective 10 days after the filing of such notice with the Board.

Respectfully submitted,

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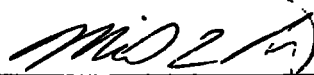
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April 26, 2011

**CERTIFICATE OF SERVICE**

I hereby certify that on this 26th day of April 2011, copies of the foregoing Joint Status Report have been served by first-class mail, postage prepaid, on all parties of record in Finance Docket No. 32549.

A handwritten signature in black ink, appearing to read "Michael L. Rosenthal", is written over a horizontal line.

Michael L. Rosenthal